

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
TOGETHER ENERGY LIMITED (the "Company")

9 October 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the resolution below be passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

"THAT, that the articles of association of the Company and the shareholder agreement between, inter alios, Paul Scott Richards, Vision Holdings Limited and the Company dated 1 October 2017 be amended such that the quorum for meetings of the board of directors of the Company to authorise the proposed allotment of shares to Warrington Borough Council and the entry into the investment agreement between the Company and Warrington Borough Council in the form executed by Paul Scott Richards and Vision Holdings Limited (the "**Investment Agreement**") and performance of the matters provided for in the Investment Agreement shall be one director."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the members entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:



Paul Scott Richards

09/10/19
Date

Director, Vision Holdings Limited

Date



SCT *S8G3WX2P* 15/10/2019 #183
COMPANIES HOUSE

Company No.: SC533489

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
TOGETHER ENERGY LIMITED (the "Company")

9 October 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the resolution below be passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

"THAT, that the articles of association of the Company and the shareholder agreement between, inter alios, Paul Scott Richards, Vision Holdings Limited and the Company dated 1 October 2017 be amended such that the quorum for meetings of the board of directors of the Company to authorise the proposed allotment of shares to Warrington Borough Council and the entry into the investment agreement between the Company and Warrington Borough Council in the form executed by Paul Scott Richards and Vision Holdings Limited (the "**Investment Agreement**") and performance of the matters provided for in the Investment Agreement shall be one director."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the members entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

.....
Paul Scott Richards

.....
Date

.....
Joseph Adams
Director, Vision Holdings Limited

.....
29/10/19
Date

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy, marked for the attention of Michael Kelly, to MacRoberts LLP, Capella Building, 60 York Street, Glasgow G2 8JX.

Post: returning the signed copy by post marked for the attention of Michael Kelly, to MacRoberts LLP, Capella Building, 60 York Street, Glasgow G2 8JX.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.